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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**EAGLE ARTS ACADEMY INC.**

**CHARTER SCHOOL FOR THE ARTS**

The undersigned subscriber to these Amended and Restated Articles of Incorporation, a natural person competent to contract, and the member of the not-for-profit corporation known as Eagle Arts Academy Inc., hereby amends and restates the corporation in accordance with the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation shall hereinafter be **EAGLE ARTS ACADEMY INC.** The principal place of business of this corporation shall be 1000 Wellington Trace, Wellington, Florida 33414.

**ARTICLE II**

**PURPOSE**

The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: providing educational opportunity to persons, regardless of race, creed, religion, or national origin, in grades kindergarten through 8th, and to promote the educational opportunity for these students by infusing the arts and technology into the learning process. The corporation has received a Charter School Charter from the School Board of Palm Beach County, Florida and will be conducting operations as Eagle Arts Academy Charter School for the Arts at the address set forth above. The qualifying educational curriculum within the stated Charter shall be offered and that educational curriculum shall be modified or amended as may be required or mutually agreed by the School and School Board of Palm Beach County, Florida. This School has operated by Charter since the year 2014. In accordance with the Charter, students are recruited from all ethnic backgrounds, nationalities, races, genders and abilities, and all students with special needs are serviced in accordance with the requirements of the Exceptional Student Educational, ESOL, Drop-Out Prevention, Individuals with Disabilities Act, and all other programs necessary for their successful achievement and graduation. In conducting its specialized training programs, this School will include training in film, animation, TV production, music, art and the performing arts, and any other technology and production methods, that may be available. This School will also undertake all other programming and program opportunities that would be consistent with the Charter purpose and provide a general education and specialized education in the arts.

### **ARTICLE III**

#### **POWERS**

In furtherance of its business, the corporation shall have all powers required in order to meet its responsibilities under the Charter School Charter granted by the School Board of Palm Beach County, Florida, and these powers shall include, but not be limited to, all powers that are specified in Florida Statute § 617, effective as of the date of these Amended and Restated Articles of Incorporation, except as to those powers reserved to the Members. Certain powers as specifically enumerated in these Articles or the Bylaws of the corporation shall be reserved to the Member, or Members, and the balance of the powers shall be exercised by a Board of Directors who will serve as the directors of the corporation.

### **ARTICLE IV**

#### **NATURE OF CORPORATION**

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall be a membership corporation.

(c) The affairs and business of the corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. In the case of an equality of votes, the Chairman of the meeting shall have an additional vote in order to break any tie. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the corporation.

(d) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(e) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative two-thirds vote of the Board of Directors and a majority vote of the Members. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(f) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the Bylaws of the corporation, the following provisions shall apply:

(i) The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(g) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative majority vote of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(h) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

## **ARTICLE V**

### **MEMBERS**

The Members of the corporation are Greg James Blount, Timothy Quinn and Dr. Jon Robertson, the original founding members of the corporation and of the School. In no case shall there be more than three (3) members of this corporation. All future members, if any, shall be elected by then current members. The corporation shall have at least one membership meeting per year to be set on a date agreeable to the member and/or any members subsequently appointed by the Member. Notice shall be provided to each Member at least three days in advance of the meeting, but may be waived if the Member or all Members agree to waive such notice. Except as set forth herein, all rights, requirements and voting privileges of the Members shall be set forth in the Bylaws.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The Board of Directors of the corporation shall be the governing Board charged with the responsibility to determine the rules and regulations needed for the effective operation and general improvement of the Charter School. The governing board shall undertake and meet the requirements of the Charter in all respects, providing the appropriate financial disclosures and other requirements specifically specified in the Charter. The Board of Directors shall maintain

minutes of all meetings in accordance with the requirements of the Bylaws. The Board of Directors shall be elected in accordance with the Bylaws.

**ARTICLE VII**

**TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VIII**

**OFFICERS AND DIRECTORS**

The corporation shall have at least three (3) directors, or any other number as may be required by the Charter and the officers shall be elected by the Board of Directors as provided for in the Bylaws.

**ARTICLE IX**

**ADDRESS**

The office address of the corporation shall be 1000 Wellington Trace, Wellington, Florida 33414.

**ARTICLE X**

**REGISTERED AGENT**

The Registered Agent shall be Greg James Blount, 1000 Wellington Trace, Wellington, Florida 33414.

**ARTICLE XI**

**RESTATEMENT**

The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

**ARTICLE XII**

**AMENDMENT OF ARTICLES**

These Articles of Incorporation may only be amended after approval by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended Articles of Incorporation, this 18<sup>th</sup> day of February, 2016.

  
\_\_\_\_\_  
Greg James Blount  
Founder, Member